1412262

FORM D



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPR	OVAL
OMB Number:	3235-0076
Expires:	
Estimated averag	je burden
hours per respons	se16.00

SEC U	SE ONLY
Prefix	Serial
DATE R	ECEIVED
1	

Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) Type of Filing: New Filing Amendment	ULOE SECTION THE CEIVED TO
A. BASIC IDENTIFICATION DATA	100
1. Enter the information requested about the issuer	V7 (0)
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	1007
Address of Executive Offices	Telephone Number (Including Area Code)
out Aberdeen Crescent, Lethbridge, Alberta, Canada Tij 5A	9 877 74,2 9292
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code) Fax 4 03 38 0 4741
Brief Description of Business	rax 403 380 4/41
Ticket Broker/Financial Services	PROCESSED
Type of Business Organization XXcorporation Imited partnership, already formed	1116 9 20 0 20
business trust limited partnership, already formed other (pl	easc specify): SEP 1 3 2007
Actual or Estimated Date of Incorporation or Organization: Month Year	ated THOMSON FINANCIAL ON CN
GENERAL INSTRUCTIONS	
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or 77d(6).	
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering, and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given belowhich it is due, on the date it was mailed by United States registered or certified mail to that address.	A notice is deemed filed with the U.S. Securities ow or, if received at that address after the date on
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 2054	0
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually sphotocopies of the manually signed copy or hear typed or printed signatures.	signed. Any copies not manually signed must be
Information Required: A new filing must contain all information requested. Amendments need only report the thereto, the information requested in Part C, and any material changes from the information previously supplied to the filed with the SEC.	the name of the issuer and offering, any changes I in Parts A and B. Part E and the Appendix need
Filing Fee: There is no federal filing fee.	
State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sale JLOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Secure to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the ecompany this form. This notice shall be filed in the appropriate states in accordance with state law. This notice and must be completed.	urities Administrator in each state where sales
ATTENTION —	
Failure to file notice in the appropriate states will not result in a loss of the federal exemappropriate federal notice will not result in a loss of an available state exemption unless filing of a federal notice.	nption. Conversely, failure to file the such exemption is predictated on the

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A. BASIC IDENTIFICATION DATA	
2 Enter the information requested for the following:	
 Each promoter of the issuer, if the issuer has been organized within the past five years; 	
Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities. Each executive officer and dispose of dispose of disposition of the control of	
• Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and	of the issi
• Each general and managing partner of partnership issuers.	
Charle Doy/got that A and A YY - YY	
General and/or	
Justin David Beaune Managing Partner	
Full Name (Last name first, if individual)	 -
604 Aberdeen Crescent, Lethbridge, Alberta, Canada, T1J 5A9	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or	
Managing Partner	
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	·
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or	
Director General and/or Managing Partner	
ull Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State. Zip Code)	
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General and/or	
Managing Partner [] Name (Last name first, if individual)	
mess or Residence Address (Number and Street, City, State, Zip, Code)	
siness or Residence Address (Number and Street, City, State, Zip Code)	
(Use blank sheet, or copy and use additional copies of this sheet as necessary)	





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			3 the 1330	Answer also	in Appan	m-accrediti	ed investor	s in this of	ffering?		ХХХ		
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Does	the offerin	g permit jo	int owner	ship of a si	ingle unit?	**************	***************************************			•	457		
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)





C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1	Enter the aggregate offering price of securities included in this offering and the total amount alrea sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, che this box and indicate in the columns below the amounts of the securities offered for exchange a already exchanged.			
	Type of Security	Aggreg Offering	Price	e Sold
	Debt	•		£ 2 0E0 000UC
	Equity	· · · ·		
	Common Preferred			
	Convertible Securities (including warrants)	\$		¢
	r articismp interests	c		•
	Valer (apeciny)	¢.		•
	Total	· • -		- 3 OFO OOO
	Answer also in Appendix, Column 3, if filing under ULOE.	· *		\$2,050, <u>000</u>
2.	Enter the number of accredited and non-accredited investors who have purchased securities in thi offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."			
		Number Investors		Aggregate Dollar Amount of Purchases
	Accredited Investors			
	Non-accredited investors			•
	Total (for filings under Rule 504 only)			\$
	Answer also in Appendix, Column 4, if filing under ULOE.			· •
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.			
	Type of Offering	Type of		Dollar Amount
	Rule 505	Security		Sold
	Regulation A	рерτ	_	\$ <u>2,050,00</u> 0
	Rule 504		-	\$
	Total		—	\$
	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		_	\$2,030,000
	Transfer Agent's Fees			
	Printing and Engraving Costs	***************************************		s
	Legal Fees	•••••		\$
	Accounting Fees			\$
	Engineering Fees			2
	Sales Commissions (specify finders' fees separately)	***********		\$ <u>0</u>
	Other Expenses (identify)			3
	Total	[s 0
		[s





lifference between the aggregate offering price given in response to Part C — Questions furnished in response to Part C — Question 4.a. This difference is the "adjusted gissuer." the amount of the adjusted gross proceed to the issuer used or proposed to be used posses shown. If the amount for any purpose is not known, furnish an estimate of the left of the estimate. The total of the payments listed must equal the adjusted grissuer set forth in response to Part C — Question 4.b above. s/Non_Arms_length_Payments estate or leasing and installation of machinery	eross I for and ross Pa Oin Ai	yments to Officers, rectors, & Miliates 200,000	h *	,050,000
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D. FEDERAL SIGNATURE				
sed this notice to be signed by the undersigned duly authorized person. If this notice undertaking by the issuer to furnish to the U.S. Securities and Exchange Commed by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of	ce is filed ission, up Rule 502	under Rule on written	: 505, ti reques	ne following t of its staff,
1 - 1 + + /		t 7-07		
or Type) Title of Signer (Print of Type)				
u	D. FEDERAL SIGNATURE used this notice to be signed by the undersigned duly authorized person. If this notice unundertaking by the issuer to furnish to the U.S. Securities and Exchange Commished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Signature ments Ltd	D. FEDERAL SIGNATURE used this notice to be signed by the undersigned duly authorized person. If this notice is filed in undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, up the by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502 (Signature September 1979) Title of Signer (Print of Type)	Listed (column totals added) D. FEDERAL SIGNATURE used this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule in undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written thed by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Signature Date Sept 7-07 Title of Signer (Print of Type)	D. FEDERAL SIGNATURE used this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request the day the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Signature Date Sept 7-07 Vitle of Signer (Print of Type)

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)





<u> </u>	E. STATE SIGNATURE
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification Yes No XXX
	See Appendix, Column 5, for state response.
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform fimited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.
The issud July auti	er has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned horized person.
ssuer (P	Print or Type) Signature Date
	e Investments Ltd Sept 7-07
	n David Beaune Title (Print or Type) President:

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

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						A	PPENDIX						
· I	to non- investo	2 ad to sell accredited ars in State B-Item 1)	dited offering price State offered in state			Type of investor and amount purchased in State (Part C-Item 2)							5 alification state ULOI s, attach nation of r granted) E-Item 1)
State	Yes	No			Numbe Accred Invest	ited	Amount	Numbe Non-Acer Invest	edited	Amount		Yes	No
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	to non-accredited investors in State					3 pe of sec nd aggreg fering pri ered in sta	gate ce ate	4 Type of investor and amount purchased in State								5 Disqualification under State ULO (if yes, attach explanation of waiver granted)		
St	ate	Yes		No			''	Number o Accredited Investors	f		C-Item 2) Numbe Non-Accr Investe	edited	Amount		(Part	E-Item 1)		
M	10			*******************************					 						Yes	No		
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	to non- investo	d to sell accredited rs in State 3-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)					alification tate ULOE s, attach nation of r granted) E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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PR							<u> </u>		!



